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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et. al.</i>)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
Debtors)	09-29907 and 09-29908
)	
)	
Address: 201 Heber Avenue)	
Park City, UT 84060)	
)	Chapter 11
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	Honorable R. Kimball Mosier
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	[FILED ELECTRONICALLY]
)	

**DECLARATION OF WILLIAM SHOAF IN SUPPORT
OF EASY STREET PARTNERS' MOTION TO EXTEND THE
EXCLUSIVE PERIOD FOR SOLICITING AND OBTAINING
ACCEPTANCES OF ITS AMENDED PLAN OF REORGANIZATION**

I, William Shoaf, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information and belief:

1. I am one of the co-managers of Easy Street Partners, LLC (“Partners”), Easy Street Mezzanine, LLC, and Easy Street Holding, LLC, debtors and debtors in possession in the above captioned cases (collectively, the “Debtors”). I am also the manager of CloudNine – Sky Lodge Management LLC, which manages the day to day operations of the Debtors’ business, The Sky Lodge. I am responsible for and totally familiar with the day to day operations, business, and financial affairs of the Debtors.

2. This declaration is submitted in support of the motion (the “Motion”) of Easy Street Partners, LLC to extend the exclusive period for soliciting and obtaining acceptances of its amended chapter 11 plan of reorganization and in response to the opposition (the “Objection”) filed by WestLB, AG (“WestLB”) to the Motion. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein.

3. Throughout the case, I have prepared numerous budgets and forecasts (collectively, “Financial Information”) and have provided such Financial Information to WestLB. In its Objection and the accompanying declaration of Duncan Robertson, WestLB misconstrues the Financial Information it received from Partners at the end of April 2010.

4. WestLB incorrectly asserts that (i) Partners’ operating account only holds funds that have already been earmarked for past and current payables, and thus the cash on hand (in excess of \$237,000 at the end of April 2010) should be disregarded in determining the amount of cash collateral remaining to satisfy future obligations, and (ii) the budget projects a net reduction in cash of \$446,740 in April and \$410,882 in May 2010. In fact, the actual cash reduction for April was \$405,154, thereby beating expectations by \$40,000. Moreover, in making these assertions, WestLB ignored that (i) at the end of April, 2010, Partners had \$237,140 in cash in its operating account that was not earmarked to pay any specific obligations and thus should be

included in available cash to pay for future obligations, and (ii) Partners is expected to receive \$125,000 in May and \$100,000 in June from the Homeowners Association (the "HOA"). These glaring omissions result in WestLB misstating the financial condition of Partners.

5. By including the \$237,140 cash in Partners' operating account and the account receivables from the HOA, Partners' projected cash balances at the end of May and June 2010 are \$895,479 and \$669,194, respectively. A correct projection is attached hereto as Exhibit A. This projection is similar to many previously supplied to WestLB. It should be noted that throughout this case, Partners' performance has consistently beat projections and its actual cash positions are regularly greater than projected.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

DATED this 11th day of May, 2010.



William Shoaf

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Declaration of William Shoaf in Support of Easy Street Partners, LLC's Motion to Extend the Exclusive Period for Soliciting and Obtaining Acceptances of Its Amended Chapter 11 Plan of Reorganization was served this 13th of May, 2010, via first-class mail, postage prepaid, on those parties listed on the attached page(s).

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US Trustees Office
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Mountain Valley Temperature Control
PO Box 429
Pleasant Grove, UT 84062-0429

Muir Copper Canyon Farms
PO Box 26775
Salt Lake City, UT 84126-0775

Muzak LLC
PO Box 71070
Charlotte, NC 28272-1070

Nicholas & Company, Inc.
P O Box 45005
Salt Lake City, UT 84145-0005

Night Vision Landscape Light
2859 West 7550 South
West Jordan, UT 84084-3712

Open Table Inc
PO Box 49322
San Jose, CA 95161-9322

Pacific Seafood - Utah
P O Box 97
Clackmas, OR 97015-0097

Park Avenue Travel
11 Park Avenue
Swarthmore, PA 19081

Park City I, LLC
c/o George B. Hofmann
Parsons Kinghorn Harris
111 East Broadway, Suite 1100
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Park City, UT 84068-2993

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Stowe, VT 05672-1547

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P O Box 244
Heber City, UT 84032-0244

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P O Box 1630
Park City, UT 84060

Park City Lock & Key
3946 North Last Run Drive
Park City, UT 84098

Park City Municipal Corp.
PO Box 1480
Park City, UT 84060-1480

Park City Water
PO Box 1480
Park City, UT 84060-1480

Park City WinElectric
PO Box 681729
Park City, UT 84068-1729

Patricia Wagner
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PayChex Human Resources Services
P O Box 29769
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Peak Mobile Communications
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Salt Lake City, UT 84118-6354

Peets Coffee & Tea
P O Box 12509
Berkeley, CA 94712-3509

Pitney Bowes
P O Box 856390
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Plaza Dry Cleaners
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Sherman Oaks, CA 91423-2313

Protravel International Inc
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Attn: Bankruptcy Department
PO Box 29040
Phoenix, AZ 85038-9040

Qwest Corp.
Attn: Jane Frey
1801 California Street, Room 900
Denver, CO 80202-2658

Qwest Communications Company
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1801 California Street, Room 900
Denver, CO 80202-2658

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SL Convention & Visitors Bureau
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Schindler Elevator Corporation
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1491 Center Crossing Rd
Las Vegas, NV 89144-7047

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Swire Coca-Cola USA
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Tenderfoot Holdings LLC
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1901 West 2425 South
Wood Cross, UT 84087-2463

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4130 Hilltop Court
Park City, UT 84098-4715

Summit County Public Health Dept
Environmental Laboratory
PO Box 128
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Sysco Intermountain Food Service
Attn: Steve Lewis
P O Box 27638
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Small Luxury Hotels
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GREAT BRITAIN

Standard Plumbing Supply
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Sandy, UT 84070

State Office of Recovery Services
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Salt Lake City, UT 84145-0033

Stone Ground Bakery
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Richer & Overholt, PC
901 West Baxter Drive
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Taylor Capital Management
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The Aspen Times
Colorado Mountains News Media
P O Box 540
Gypsum, CO 81637

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EXHIBIT A

**EASY STREET PARTNERS
2010 BUDGET - Jan-Apr ACTUAL / May & June REFORECAST
CONSOLIDATED**

OPERATING STATISTICS		ACTUAL			BUDGET			TOTAL	
		JAN	FEB	MAR	APR	MAY	JUNE		
HOTEL OCCUPANCY		51.0%	66.3%	62.2%	35.7%	35.7%	55.6%		
Transient Occupancy		37.1%	59.0%	48.4%	27.3%	32.2%	48.7%		
Owner Occupancy		13.9%	7.4%	13.8%	8.4%	3.5%	6.9%		
Room Nights Occupied		522	613	636	353	365	550		
ADR	\$ 1,224.49	\$70.62	\$64.2%	\$643.89	\$280.13	\$140.00	\$232.39		
% of Project Sold Out	64.2%			64.2%	64.2%	64.2%	64.2%		
PROPERTY MANAGEMENT OCCUPANCY		0.0%	0.0%	0.0%	0.0%	0.0%	0.0%		
Transient Occupancy		-	-	-	-	-	-		
Room Nights Occupied		\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		
ADR									
TOTAL CONDO UNITS	\$ -								
HOTEL & PROPERTY MANAGEMENT		JAN	FEB	MAR	APR	MAY	JUNE		
TOTAL REVENUES	1,023,062	100.0%	689,975	100.0%	798,056	100.0%	209,639	100.0%	3,429,000
TOTAL OPERATING EXPENSES	535,377	52.3%	404,448	56.6%	440,264	55.2%	240,483	55.6%	2,270,577
NET OPERATING PROFIT/(LOSS)	487,685	47.7%	285,527	41.4%	357,792	44.8%	11,058	4.4%	66.2%
TOTAL UNDISTRIBUTED EXPENSES	36,201		24,375		27,958		8,803		58,224
TOTAL OWNER RENTAL COMMISSIONS	146,046	14.3%	86,227	12.5%	41,867	5.2%	23,977	9.5%	7,337
NET HOTEL & PROP MGT PROFIT/(LOSS)	305,438	29.8%	174,925	25.4%	287,967	36.1%	(21,722)	-8.6%	15,546
REAL ESTATE SALES		JAN	FEB	MAR	APR	MAY	JUNE		
FRACTIONAL UNITS SOLD	-		0	0	0	0			
TOTAL GROSS SALES	0		0	0	0	0			0
TOTAL COSTS & COMMISSIONS					3,250				3,250
NET REAL ESTATE PROFIT/(LOSS)	-	-	-	-	(3,250)	-	-	(3,250)	-
EASY STREET PARTNERS		JAN	FEB	MAR	APR	MAY	JUNE		
HOA DUES									
Residential Dues	34,520	34,520	34,520	34,520	34,520	34,520	34,520	34,520	206,850
Commercial Dues	20,056	20,056	20,056	20,056	20,056	20,056	20,056	20,056	120,336
Total Dues	54,576	54,576	54,576	54,576	54,576	54,576	54,576	54,576	327,186
ADMINISTRATIVE & GENERAL									
ESP, Legal & Related	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	750,000
WLB Legal & Related	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	600,000
Professional Fees	47,520	31,000	33,500	61,081	33,500	33,500	23,000	23,000	229,601
Trustee Charges	5,651	1,628	11,050	5,525	11,050	5,525	5,525	5,525	35,104
Accounting									20,000
Residential Condominium Property Taxes									-
Rent & Other		9,800							9,800
Total Administrative & General	278,371	267,428	269,550	291,606	284,025	284,025	284,025	284,025	1,644,505
NET ESP EXPENSES	332,947	322,004	324,126	346,182	338,601	338,601	338,601	338,601	1,971,691

**EASY STREET PARTNERS
2010 BUDGET - Jan-Apr ACTUAL / May & June REFORECAST
CONSOLIDATED**

	ACTUAL				BUDGET	TOTAL	
	JAN	FEB	MAR	APR	MAY		
NET CASH AVAILABLE FOR DEBT	(27,509)	(147,079)	(36,159)	(37,154)	(391,832)	(292,285)	(1,256,068)
INTEREST AND OTHER BANK PAYMENTS							
WestLB Adequate Protection Payments	34,000	34,000	34,000	34,000	34,000	34,000	204,000
WestLB Interest Payment post BK							
TOTAL BANK PAYMENTS	34,000	34,000	34,000	34,000	34,000	34,000	204,000
NET CASH AFTER BANK PAYMENTS	(61,509)	(131,079)	(70,159)	(45,154)	(425,832)	(328,285)	(1,470,068)
CASH FLOW ANALYSIS							
Cash Balance - 4/30/10	369,221						
Escrow Accounts	808,001						
Lock Box	151,220						
Total Cash - Lock Box and Escrow Accts	969,221						
Operating Account							
Cash In Account	536,734						
Outstanding Checks Issued	(289,594)						
Net Cash - Operating Account	237,140						
Total Cash On Hand	1,196,361						
Cash Inflow (Outflows) During Month							
A / R Collected - HOA	125,000						
ESP Net Profit (Loss)	(425,832)						
Net Cash Surplus (Deficit)	(300,832)						
Projected Cash Balance - End of Month	1,196,361	885,479	689,194				